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**LETTER OF TRANSMITTAL**

FILED

99 FEB 15 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002746140--9

-01/19/99-01086-015

\*\*\*\*\*70.00 \*\*\*\*\*70.00

To: Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

*Cuccia*  
In Re: ~~J & N~~ ENTERPRISES, INC.

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for J & N ENTERPRISES, INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

J & N ENTERPRISES, INC.  
Nan R. Cuccia  
9840 Peddlers Way  
Orlando, Florida 32817  
407-679-0417

*W99-1668*

P. Hall

FEB 15 1999

(6)



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 22, 1999

NAN R. CUCCIA  
9840 PEDDLERS WAY  
ORLANDO, FL 32817

SUBJECT: J & N ENTERPRISES, INC.  
Ref. Number: W99000001668

We have received your document for J & N ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 099A00003078

*Don.*  
*Renamed per*  
*our phone conversation*  
*Cuccia Enterprises, Inc.*  
*Thanks,*  
*Nan*

**ARTICLES OF INCORPORATION**  
of  
**CUCCTA ENTERPRISES, INC.**

FILED  
99 FEB 15 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

**ARTICLE I CORPORATE NAME**

The name of the corporation shall be:

**CUCCTA ENTERPRISES, INC.**

**ARTICLE II DURATION**

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

**ARTICLE III PURPOSE**

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT**

The principal office address of said corporation shall be:

9840 Peddlers Way  
Orlando, Florida 32817

The mailing address of said corporation shall be:

Same

The name and street address of the Initial Registered Agent of this corporation is:

Nan R. Cuccia  
9840 Peddlers Way  
Orlando, Florida 32817

## **ARTICLE V CAPITAL STOCK**

The corporation is authorized to issue One Hundred (100) shares of Common Stock which shall be designated "Common Shares". All or any part of said shares may be issued by this corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

## **ARTICLE VI INITIAL BOARD OF DIRECTORS**

This corporation shall have three director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation are as follows:

John S. Cuccia Jr., President  
9840 Peddlers Way Orlando, Florida 32817  
Nan R. Cuccia, Vice President, Treas. & Sec.  
9840 Peddlers Way Orlando, Florida 32817  
John Cuccia III, Vice President  
9840 Peddlers Way Orlando, Florida 32817

## **ARTICLE VII INCORPORATORS**

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

John S. Cuccia Jr., President  
9840 Peddlers Way Orlando, Florida 32817  
Nan R. Cuccia, Vice President, Treas. & Sec.  
9840 Peddlers Way Orlando, Florida 32817  
John Cuccia III, Vice President  
9840 Peddlers Way Orlando, Florida 32817

**ARTICLE VIII INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes:

- (a) a director's duty of loyalty to the corporation or its stockholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation;
- (d) a transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 7<sup>th</sup> day of January 19 99.

John L. Cuccia Jr.  
Signature

\_\_\_\_\_  
Signature

Nan R. Cuccia  
Signature

\_\_\_\_\_  
Signature

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**FILED**  
99 FEB 15 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT**  
**OF**

***CUCCIA* ENTERPRISES, INC.**

Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

Nan R. Cuccia  
9840 Peddlers Way  
Orlando, Florida 32817

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I, Nan R. Cuccia, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, Nan R. Cuccia, further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

*Nan R. Cuccia*  
Registered Agent